

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION

PATTY BEALL, MATTHEW	§
MAXWELL, TALINA MCELHANY AND	§
KELLY HAMPTON, individually	§
and on behalf of all other similarly situated;	§
Plaintiffs,	§ 2:08-cv-422 TJW
	§
	§
	§
TYLER TECHNOLOGIES, INC. AND	§
EDP ENTERPRISES, INC.	§
Defendants.	§

DECLARATION OF BRUCE VOLKENS

I declare, under penalty of perjury and pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. My name is Bruce Volkens. I am over 21 years of age and have personal knowledge of the facts set forth in this declaration.

2. I am employed with Tyler Technologies, Inc. ("Tyler"). Specifically, I am employed as the Vice President of Professional Services of the division of Tyler known as EDEN in Renton, WA. In my capacity as VP of Professional Services, I have knowledge of the job responsibilities and functions of the employees who work at the EDEN division.

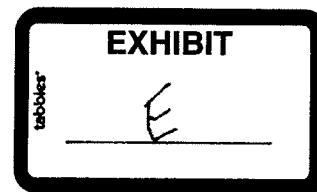
3. EDEN was previously operated as a stand-alone company until it was acquired by Tyler in January 2004. EDEN provides financial software to the public sector under the name of EDEN Solution (formerly called EDEN InForum Gold). There are approximately 92 people employed at the EDEN division at its Renton, WA location

4. Prior to January 2009, EDEN's implementers were divided into three categories of job titles: Staff Consultants, Senior Consultants, and Principal Consultants. Principal

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Consultants possess project and client management skill as well as extensive breadth of software module expertise; Senior Consultants possess extensive breadth of software module expertise, and Staff consultants possess implementation expertise on a limited set of software modules. EDEN's implementers travel extensively to the customer's site. At the job site, they are involved in consulting, training, process review and going live with EDEN's software. These employees are typically on-site 3.5 to 4 days per week. During a week in which an experienced implementer is working on-site, if the employee finishes the job in 3.5 or 4 days, EDEN does not require that employee report to the EDEN office or customer site for the remainder of the week. If an implementer does not have a customer assignment for a week, the determination of whether the employee is required to report to the EDEN office or to work from their home office is jointly determined by the employee and the manager. In addition to their salaries, EDEN's implementers are eligible for utilization bonuses based in part upon their billable days and a daily travel bonus when they work on-site. In addition, beginning in 2009, EDEN's implementers will participate in an annual staff bonus that is based upon Tyler's profitability for the year ("Standard Bonus").

5. EDEN's customer support group is divided into job titles of Technical Support Specialist, Product Support Specialist 1, Product Support Specialist 2 and Product Support Specialist 3. The Technical Support Specialist is responsible for troubleshooting network and environment-related problems regarding EDEN products at client sites. Support Specialist 1 performs diagnostics and customer help for assigned software modules, maintains incident records, and escalates complex issues to the Product Support Specialist 2. The Specialist 2, diagnoses more complex, escalated issues, mentors Specialist 1 staff, and provides direct customer communication and support as needed for overall software module areas. The Product

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Support Specialist 3 receives and dispositions the most difficult issues and those escalated from Specialist 2, and serves as a liaison between Development/ITS and Support. The support team's primary duties are taking customer calls, resolving customer questions and reporting software defects, escalating issues when necessary, and cleaning up customer data. The Product Support Specialists seldom physically travel to a customer location to perform their duties. The majority of the Support Specialists perform their work in the EDEN Renton office, however three specialists who reside outside of Washington state perform their job from their home office. Because all of its customers are public agencies, it is very rare for customers to require support after their normal work hours or on weekends. Employees in EDEN's customer support group are eligible for the Standard Bonus.

6. EDEN employs one systems engineer, whose work location is the Renton office. He performs his work from the Renton office by remotely connecting to customer sites, and rarely (1 to 2 times per year) travels to the customer location. He assists customers with software installation, training, and security administration training. He also assists with the installation of web software and the minor customization of web-pages. He troubleshoots for a customer with respect to installation. EDEN's system engineer is eligible for a bonus for each customer that goes live on web based software. He is also eligible for the Standard Bonus.

7. EDEN employs one Solutions Consultant who assists with sales. She is tasked primarily with responding to RFP functionality questionnaires and with traveling to prospective customers and demonstrating EDEN's software based on Requests for Proposals. These visits typically last from 1 to 3 days. Because EDEN is a smaller division, that only employs one person in a sales-support role, upper management typically assists Sales in responses to Requests

for Proposal. Sales resources for EDEN are part of the Large Financial Division sales force and are shared with all the product lines within that division.

8. EDEN employs Project Managers. Project Managers primarily work in the EDEN office to coordinate training with the customer and to collect data from the customer and provide it to the ITS group for conversion. They occasionally travel to customer sites for project kick-off meetings. These employees are eligible for the Standard Bonus.

9. The ITS analysts are tasked with converting data for EDEN's customers. These employees extract historical data from the customers' prior software system and convert into the EDEN software. ITS analysts interact with customers to understand the data being converted. They work on-site approximately 1 or 2 days per month to perform data mapping. Up until 2009, ITS analysts were eligible for a utilization bonus based upon billable days. Effective 2009, the ITS Analysts are included in the Standard Bonus and are no longer eligible for the utilization based bonus.

Executed this 13 day of MAY, 2009 in RENTON, Washington.


Bruce Volkens

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